

# **EXHIBIT A**

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
MARSHALL DIVISION

IMPLICIT, LLC,

Plaintiff,

v.

SANDVINE CORPORATION

Defendant.

Civil Action No. 2:18-CV-54

---

**DECLARATION OF STEPHEN WHITNEY IN SUPPORT OF DEFENDANT  
SANDVINE CORPORATION'S MOTION TO DISMISS**

---

I, Stephen Whitney, hereby declare:

1. I am Vice President, General Counsel and Corporate Secretary of Sandvine Corporation ("Sandvine"). Sandvine is a defendant in the above-styled cause, and I am authorized to make this declaration on behalf of Sandvine. The facts stated in this Declaration are based upon my personal knowledge, my review of the books and records of Sandvine, or information provided to me in my capacity as Vice President, General Counsel and Corporate Secretary of Sandvine and, if called to testify, I could and would competently testify thereto.

2. Sandvine did not design or develop and has never manufactured, distributed, sold, offered for sale, or licensed the products identified in Implicit, LLC's First Amended Complaint, including products that incorporate the Procera Network Application Visibility Library ("Procera NAVL").

3. Through a recent acquisition, Sandvine became a wholly-owned subsidiary of Procera Networks (UK) Ltd. ("Procera Ltd."). Procera Ltd. is a wholly-owned subsidiary of Procera II LP (Cayman).

4. The entity responsible for the design, development, and sale of products incorporating the Procera NAVL in the United States is Procera Networks, Inc. (“PNI”). PNI is headquartered in Fremont, California and is a wholly-owned subsidiary of Procera Holding, Inc. (US) (“Procera Holding”). Procera Holding is a wholly-owned subsidiary of Procera II LP (Cayman).

5. Sandvine and PNI operate as two distinct entities.

6. Sandvine does not control PNI in any aspect of its business and does not sell Procera NAVL products.

7. Sandvine is incorporated in Canada, with its principal place of business in Waterloo, Canada. Sandvine is registered to do business in Canada and throughout the world. Sandvine is not registered to do business in Texas. Sandvine maintains offices in Canada and in other countries outside of the United States, but does not maintain an office in the United States.

8. Sandvine is not registered to do business in the State of Texas; has never maintained offices in Texas; has not appointed an agent for the service of process in the State of Texas; and has never had an office, mailing address, place of business, or other type of physical presence in Texas. Sandvine has never maintained, owned, or rented any offices, real estate, or any other physical space in Texas.

9. Sandvine currently has 243 employees working across the world. Based on existing records, approximately 3 of those employees reside in Texas. When working in Texas, those employees work from their homes.

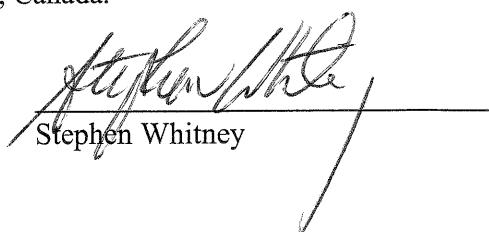
10. Sandvine has never held a security interest in any real property located in Texas.

11. Sandvine does not and has not consented to be sued in Texas.

12. Sandvine has not entered into any contract with Plaintiff, including any contract under which either Sandvine is obligated to perform any contractual duties, in whole or in part, in Texas.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 14th day of June 2018, at Waterloo, Canada.



Stephen Whitney